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250 West Main Street, Suite 1700  
Lexington, Kentucky 40507-1746  
859.233.2012  
Fax: 859.259.0649

James H. Newberry, Jr.  
859.288.7621  
jnewberry@wyattfirm.com

September 28, 2001

RECEIVED  
SEP 28 2001  
PUBLIC SERVICE  
COMMISSION

VIA HAND DELIVERY

Mr. Tom Dorman, Executive Director  
Kentucky Public Service Commission  
PO Box 615  
Frankfort, Kentucky 40602-0615

22251609  
0505  
(9500) pending

Dear Mr. Dorman:

PLG North intends to operate as a local exchange reseller in the state of Kentucky. Enclosed please find PLG North's proposed tariff to be effective 30 days from the date of filing.

PLG North's principal place of business is:

One Kendall Square  
Cambridge, MA 02139  
Telephone 617-374-3272  
Fax 617-225-5104

PLG North was incorporated on July 12, 2001, in the state of Delaware. Attached please find PLG North's Articles of Incorporation.

PLG North's contact information for customer complaints and regulatory issues is:

Customer Service  
PLG North, Inc.  
One Kendall Square  
Cambridge, MA 02139  
Telephone 1-800-915-1234

Finally, attached to this letter is a notarized statement from Stan Kugell, Vice President of PLG North, stating that PLG North has not provided or collected for intrastate service in Kentucky prior to filing this notice of intent and that it does not seek to provide operator assisted service to traffic aggregators as defined in Administrative Case No. 330.

www.wyattfirm.com

500 West Jefferson Street, Suite 2800  
Louisville, KY 40202-2898  
502.589.5235

250 West Main Street, Suite 1700  
Lexington, KY 40507-1746  
859.233.2012

311 West Main Street  
Frankfort, KY 40601-1807  
502.223.2104

918 State Street  
Bowling Green, KY 42101  
270.842.1050

2525 West End Avenue, Suite 1500  
Nashville, TN 37203-1423  
615.244.0020

29 Music Square East  
Nashville, TN 37203-4322  
615.255.6161

1715 Aaron Brenner Drive, Suite 800  
Memphis, TN 38120-4367  
901.537.1000

101 West Spring Street, Suite 500  
New Albany, IN 47150-3610  
812.945.3561



Mr. Tom Dorman, Executive Director  
September 28, 2001  
Page 2

Any questions regarding this tariff should be directed to the undersigned counsel for PLG North, at (859) 288-7621.

Sincerely yours,

A handwritten signature in cursive script, reading "James H. Newberry, Jr.". The signature is written in dark ink and is positioned above the printed name.

James H. Newberry, Jr.

cc: Mr. Stanley Kugell  
Walter Steimel, Esq.  
30230094.1

State of Delaware  
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "PLG NORTH, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF JULY, A.D. 2001, AT 12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3411229 8100

AUTHENTICATION: 1236839

010335987

DATE: 07-12-01

JUL-12-2001 THU 11:54 AM PERKINS, SMITH & COHEN

FAX NO. 16178544040  
STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:00 PM 07/13/2001  
010335987 - 3411229

**CERTIFICATE OF INCORPORATION**  
**OF**  
**PLG North, Inc.**

The undersigned, a natural person, for the purposes of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and generally known as the "General Corporation Law of the State of Delaware") (the "G.C.L."), hereby certifies that:

**FIRST:** The name of the corporation is PLG North, Inc. (the "Corporation").

**SECOND:** The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is c/o 1209 Orange Street, Wilmington, Delaware, New Castle County; and the name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the G.C.L.

**FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue is three thousand (3,000) shares of voting Common Stock with a par value of One Cent (\$0.01) per share.

**FIFTH:** The name and the mailing address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Patricia L. Cobb	Perkins, Smith & Cohen, LLP One Beacon Street Boston, Massachusetts 02108

**SIXTH:** The Corporation shall have perpetual existence.

**SEVENTH:** For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

1. The business of the Corporation shall be conducted by the officers of the Corporation under the supervision of the Board of Directors.
2. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the By-Laws. No election of directors need be by written ballot.
3. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to make, amend and repeal the By-Laws of the Corporation.

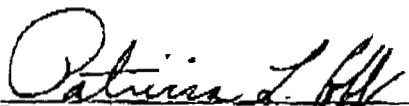
JUL-12-2001 THU 11:54 AM PERKINS, SMITH & COHEN FAX NO. 18178544040 P. 03

**EIGHTH:** (a) The Corporation may, to the fullest extent permitted by Section 145 of the G.C.L., indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(b) No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the G.C.L., or (iv) for any transaction from which the director derived an improper personal benefit. If the G.C.L. is amended after the filing of the Certificate of Incorporation of which this article is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the G.C.L., as so amended. Any repeal or modification of this article by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**TENTH:** From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article TENTH.

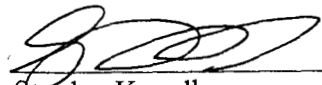
Signed on the 12th day of July 2001.

  
Patricia L. Cobb, Incorporator

PLG North's Tariff for Initial Operations

To the Public Service Commission, Frankfort, KY.

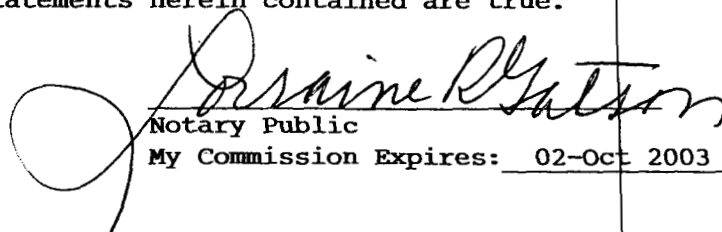
I am the Vice President of PLG North, a utility which intends to operate as a local exchange reseller in the Commonwealth of Kentucky. Pursuant to the Rules Governing Tariffs, I hereby certify that PLG North has not provided or collected intrastate service in Kentucky prior to filing this notice of intent and that PLG North does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.

  
Stanley Kugell  
Vice President

State of Massachusetts

County of Middlesex

In Cambridge, MA, on this 24th day of September, 2001,  
personally appeared before me Stanley Kugell, who being  
by me first duly sworn, declared that he/~~she~~ is the Vice President of the  
corporation and that he/she signed the foregoing document as such officer of  
the corporation, and that the statements herein contained are true.

  
Notary Public  
My Commission Expires: 02-Oct 2003